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February 17, 2005

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, SW TW-A325
Washington, DC 20554

Attn: James Ball, Chief
Policy Division, International Bureau

Re: *ALLTEL Corporation and Cingular Wireless LLC*,
WT Docket No. 05-57 and DA 05-389
File No. ITC-ASG-20041223-00509
Copy of International Section 214 Assignment Application

Dear Ms. Dortch:

On behalf of Cingular Wireless LLC and ALLTEL Corporation, a copy of the above-referenced application in HTML format is hereby submitted. This filing is submitted as of right pursuant to Section 63.50 of the Commission's rules, 47 C.F.R. § 63.50.

The application as originally submitted was generated in Adobe Acrobat format by the International Bureau Filing System ("IBFS"). The Adobe Acrobat version of the application as generated by IBFS, however, did not include the answers to questions 14-20. A printout of the application as generated in HTML format, which includes questions 14-20, is attached, together with Attachment 1 of the application. All of the relevant questions pertaining to foreign carrier affiliations and non-dominant regulatory treatment of ALLTEL Corporation were substantively addressed in Attachment 1 of the application, and as such this filing is minor and non-substantive in nature.

WILKINSON) BARKER) KNAUER) LLP

Marlene H. Dortch, Secretary

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An original and five (5) copies of this filing are being submitted, and a copy is being submitted into the above-referenced docket via ECFS as well. Please contact the undersigned if there are questions concerning this filing.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Robert G. Morse". The signature is stylized with a large, looped "R" and a cursive "Morse".

Robert G. Morse

Attachment

cc: David Krech, IB
Erin McGrath, WTB

**INTERNATIONAL SECTION 214 AUTHORIZATIONS
FOR ASSIGNMENT OR
TRANSFER OF CONTROL
FCC 214 MAIN FORM FOR OFFICIAL USE ONLY**

FCC Use Only

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Cingular-ALLTEL Assignment Application

1. Legal Name of Applicant

Name: ALLTEL Communications, Inc.

Phone Number: 501-905-8555

DBA

Name:

Fax Number: 501-905-6193

Street: One Allied Drive, B2F02-A

E-Mail:

City: Little Rock

State: AR

Country: USA

Zipcode: 72202 -2177

Attention:

2. Name of Contact Representative (If other than applicant)

Name: Glenn S. Rabin

Phone Number: 202-783-3976

Company: ALLTEL Corporation

Fax Number: 202-783-3982

Street: 601 Pennsylvania Ave.
Suite 720

E-Mail: glenn.s.rabin@alltel.com

City: Washington

State: DC

Country: USA

Zipcode: 20004-

Contact Title: Vice President - Federal Communications

Relationship: Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☒ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☐ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)Date of Consummation: **Must be completed if you select c or d.****4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.**

File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
ITC2142001103100547							

5. Name of Section 214 Authorization Holder

Name: Cingular Wireless LLC

Phone Number: 404-236-5543

DBA Name:		Fax Number: 404-236-5575
Street:	5565 Glenridge Connector Suite 1700	E-Mail:
City:	Atlanta	State: GA
Country:	USA	Zipcode: 30342 -
Attention:		

6. Name of Assignor / Transferor

Name:	Cingular Wireless LLC	Phone Number:	404-236-5543
Company:		Fax Number:	404-236-5575
Street:	5565 Glenridge Connector Suite 1700	E-Mail:	
City:	Atlanta	State:	GA
Country:	USA	Zipcode:	30342 -
Contact Title:	David Richards	Relationship:	Legal Counsel

7. Name of Assignee / Transferee

Name:	ALLTEL Communications, Inc.	Phone Number:	501-905-8555
DBA Name:		Fax Number:	501-905-6193
Street:	One Allied Drive, B2F02-A	E-Mail:	
City:	Little Rock	State:	AR
Country:	USA	Zipcode:	72202 -2177
Attention:	Glenn S. Rabin		

8a. Is a fee submitted with this application?

☒ If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

- ☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)
☐ Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

Assignment of International Section 214 Authority from Cingular Wireless LLC to ALLTEL Communications, Inc. insofar as such assignment is required in conjunction with the sale of wireless licenses and assets resulting from the divestiture requirements of the Commission's Order approving the merger of Cingular and AT&T Wireless Services, Inc. See File No. ITC-214-20011031-00547. Cingular Wireless LLC will retain its international Section 214 authorization at issue after consummation.

10. In Attachment 1, please respond to paragraph (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? ☒ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and/or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 22 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.

☐ Yes ☒ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

☐ Yes ☒ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules.

☐ Yes ☒ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the

public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☒ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. ☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) ☒ Yes ☐ No

23. If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party. ☐ Yes ☒ No

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. ☒ Yes ☐ No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. ☒ Yes ☐ No

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

CERTIFICATION

26. Printed Name of Assignor / Transferor Carol L. Tacker	29. Printed Name of Assignee / Transferee Glenn S. Rabin
27. Title (Office Held by Person Signing) VP-Asst. Gen. Counsel & Corporate Secretary	30. Title (Office Held by Person Signing) Vice President-Federal Communications Counsel
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) /s/ Carol L. Tacker	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) /s/ Glenn S. Rabin

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERF, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

ATTACHMENT 1

Application for Assignment of International Section 214 Authority from Cingular Wireless LLC to ALLTEL Communications, Inc.

Answer to Question 10

Assignor Contact Information

David Richards
Cingular Wireless LLC
5565 Glenridge Connector Suite 1700
Atlanta, GA 30342
(404) 236-5543

Assignee Contact Information

Glenn S. Rabin
ALLTEL Communications, Inc.
601 Pennsylvania Ave. Suite 720
Washington, DC 20004
(202) 783-3976

Prior International Section 214 Authorizations

Assignor Cingular Wireless LLC and its numerous wireless subsidiaries hold a number of international Section 214 authorizations for global resale and facilities-based service. The authorization relevant for purposes of the instant application is File No. ITC-214-20011031-00547.

Assignee ALLTEL Communications, Inc. holds global resale authority pursuant to Section 63.18(e)(2) of the Commission's rules. File Nos. ITC-214-19960404-00138, ITC-T/C-19980610-00400.

Answer to Question 11

Pursuant to Section 63.18(h) of the Commission's rules, following is the relevant ownership information listing the entities holding a 10 percent and greater interest in Assignee ALLTEL Communications, Inc.

Direct Ownership

Name: ALLTEL Corporation ("ALLTEL")
Address: One Allied Dr.
Bldg. IV, F5S
Little Rock, AR 72202
Citizenship: Delaware (U.S.)
Principal Business: Telecommunications and information services
Percentage Held: 100% interest in ALLTEL Communications, Inc.

Indirect Ownership

ALLTEL is a publicly-traded corporation and no single shareholder holds 10% or more of ALLTEL's shares.

ALLTEL Communications, Inc. has no interlocking directorates with a foreign carrier.

Answer to Question 13

Description of Transaction

The instant application is submitted in conjunction with a separate Form 603 application filed by ALLTEL Corporation ("ALLTEL") and Cingular Wireless LLC ("Cingular") (collectively, the "Parties") requesting Commission consent to transfer control of ALLTEL Newco LLC ("Newco"), which will be the holder of certain wireless licenses in Connecticut, Georgia, Kansas, Kentucky, Mississippi, Oklahoma, and Texas and related system assets, from Cingular to ALLTEL. This transfer of control fulfills in part the government-ordered divestiture of certain commercial mobile radio service ("CMRS") properties as a condition of the approval of Cingular Wireless Corporation's merger with AT&T Wireless Services, Inc. ("AT&T Wireless"). The Commission determined that such divestiture "will serve the public interest by making spectrum available to strengthen an incumbent competitor or to allow new entry in these markets."¹

The instant assignment application is limited in scope to those wireless properties in which the assets ALLTEL is purchasing includes subscriber contracts/accounts, which are the Oklahoma City and Grant, Oklahoma; Sherman-Denison and Jack, Texas; Owensboro and Fulton, Kentucky; Litchfield, Connecticut; and Yalobusha, Mississippi markets (the "Properties").² Consistent with International Bureau practice, the Parties seek Commission approval to assign global resale international Section 214 authority for the affected areas and subscribers from Cingular to ALLTEL Communications, Inc. ("ACI"), a wholly-owned

¹ See *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation et al.*, Memorandum Opinion and Order, FCC 04-255, ¶ 199 (rel. Oct. 26, 2004) ("*Cingular Merger Order*").

² Additional information concerning the affected geographic areas is detailed in the pending Form 603 application, which should appear in ULS shortly and in any event is included as an attachment hereto.

subsidiary of ALLTEL and the entity that will ultimately hold the Properties that are subject to the transaction.

Public Interest Statement

As described below, the instant application is subject to the FCC's streamlined application processing procedures, and the Commission established long ago that anticompetitive concerns are unlikely to arise when a carrier has no foreign carrier affiliates.³ ALLTEL, through ACI, holds only a small share of the international services market as a pure reseller, and will acquire a limited number of customers as a result of the transaction. Thus, the transaction will have no discernible impact on the intensely competitive international telecommunications marketplace. Moreover, the assignment proposed herein will not result in any violation of the Act, the rules or any other applicable statutory provision. In addition, ALLTEL, through ACI, plans to continue providing international service to the affected customers on a resale basis.⁴

The assignment is related to the transfer of wireless assets to partially satisfy a condition of the *Cingular Merger Order* that the Commission imposed to protect the public interest. The Properties that ALLTEL is acquiring from Cingular do not overlap with ALLTEL's current wireless holdings. Therefore, the acquired Properties will complement ALLTEL's existing network. Acquisition of the Properties will allow ALLTEL to expand the footprint of its existing facilities-based network, and to become a new facilities-based wireless competitor in these markets and a stronger competitor in regional wireless markets. ALLTEL's ability to vigorously compete benefits consumers by promoting lower prices and the development of innovative new services. ALLTEL will utilize the Properties post-transaction to provide comprehensive telecommunications service packages to existing and new consumers that expect integrated bundles of services to meet their communications needs. The transaction will permit ALLTEL to take advantage of a number of operational efficiencies, thereby reducing marginal costs and generating savings for telecommunications customers.

Furthermore, grant of this assignment will allow ALLTEL to advance its long-standing commitment to, and expertise in, providing high quality, technologically advanced services to business customers living in rural and suburban areas. Upon consummation of the proposed transaction, ALLTEL will possess more resources and increased access to capital to ensure that advanced services and new offerings are delivered to all consumers, particularly those rural customers that might otherwise not rapidly receive such services.

³ See *Regulation of International Common Carrier Services*, 7 F.C.C.R. 7331, ¶ 10 (1992). In addition, the Commission has determined that transfer and assignment applications that demonstrate on their face that a transaction will yield affirmative public interest benefits and will neither violate the Communications Act of 1934, as amended (the "Act") or Commission's rules nor frustrate or undermine policies and enforcement of the Act, do not require extensive review and expenditures of considerable resources by the Commission particularly if no adverse competitive impact will result. See *Applications of Tele-Communications, Inc. and AT&T Corp.*, 14 F.C.C.R. 3160, 3170 (1999); *Ameritech-SBC Order*, 14 F.C.C.R. 14712, 14740-41 (1999).

⁴ Following consummation of the proposed transaction, ALLTEL Communications, Inc. will notify Cingular's former customers that the ownership of their carrier has changed.

ALLTEL's acquisition of the Properties also will serve the public interest by allowing Cingular to quickly divest wireless interests as directed by the U.S. government.⁵ Therefore, grant of this application will serve the public interest by allowing ALLTEL to become a stronger competitor in the wireless markets at issue.

Treatment of Assignor's Authorization

Pursuant to this application, Cingular seeks authority to assign only a portion of its U.S. international customer base, and will continue to provide service to customers in the affected markets. Assignor therefore requests authority to continue to operate under the international Section 214 authorization subject to the instant application – File No. ITC-214-20011031-00547.

Answer to Question 20

ALLTEL Communications, Inc. has no foreign carrier or dominant carrier affiliations. Therefore, this application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules.⁶ The Parties will not consummate the transaction until after the Commission approves the related Form 603 application seeking consent to transfer control of Newco from Cingular to ALLTEL.

⁵ See *Cingular Merger Order*, ¶¶ 191-200.

⁶ See 47 C.F.R. §§ 63.12(a), (c), (d).